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September 24, 2002

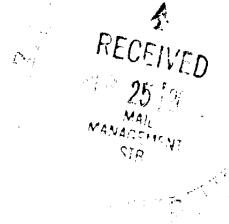
VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Barbara Sadler

RECORDATION NO. 24124 FILED

SEP 25 '02 11-13 AM

SURFACE TRANSPORTATION BOARD



Re: Filing of Memorandum of Lease between Midwest Railcar Corporation
And Mississippi Central Railroad Co.
(Purchase of 12 Boxcars under Lease to Mississippi Central Railroad Co.)

Dear Ms. Sadler:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) one original and (1) one certified copy of a Memorandum of Lease, dated June 27, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: Mississippi Central Railroad Co.
1318 South Johanson Road
Peoria, IL 61607

A description of the railroad equipment covered by the enclosed documents is:

Twelve (12) 60ft. 100-ton used boxcars bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

A short summary of the document to appear in the index follows:

Surface Transportation Board
May 15, 2002
Page 2

MILES & STOCKBRIDGE P.C.

Memorandum of Lease between Midwest Railcar Corporation, as Lessor and Mississippi Central Railroad Co., as Lessee covering Twelve (12) 60ft. 100-ton used boxcars bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,

A handwritten signature in black ink, appearing to read "Doti J. Hampton", with a stylized, cursive script.

Doti J. Hampton
Legal Assistant

Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of June 27, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor") and MISSISSIPPI CENTRAL RAILROAD CO. ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of June 27, 2002 ("Lease") certain railcar(s) as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By: 

Richard M. Murphy III
President

RECORDATION NO. 24124 - FILED

SEP 25 '02 11-13 AM

SURFACE TRANSPORTATION BOARD

MISSISSIPPI CENTRAL RAILROAD CO.

By: 

Name: J. Michael Carr

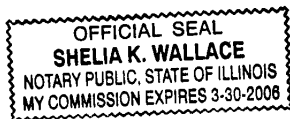
Title: Treasurer

STATE OF Illinois

COUNTY OF Peoria

On this 28th day of June, 2002 before me personally came J. Michael Carr to me known, who, being by me duly sworn, did depose and say that he is the Treasurer of **Mississippi Central Railroad Co.** a Mississippi corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.



Shelia K. Wallace
Notary Public in and for said State

My commission expires:

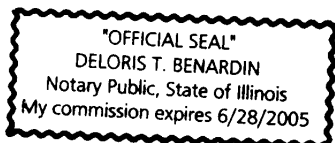
March 30, 2006

STATE OF ~~MINNESOTA~~ ^{Illinois}

COUNTY OF ~~SHERBURN~~ ^{Madison}

On this 27th day of June, 2002 before me personally came Richard M. Murphy to me personally known, who, being duly sworn, did depose and say that he is the President & CEO of **Midwest Railcar Corporation**, an Illinois corporation, and acknowledged that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.



Deloris T. Benardin
Notary Public in and for said State

My commission expires:

6/28/05

EXHIBIT A TO SCHEDULE NO. 1

The following Railcars have been delivered to and accepted by Lessee and are subject to Schedule No. 1 dated June 27, 2002 to the Per Diem Rent Agreement dated June 27, 2002 entered into by **Midwest Railcar Corporation** (as "Lessor") and **Mississippi Central Railroad Co.** (as "Lessee")

EQUIPMENT NUMBER

GNWR 98000
GNWR 98001
GNWR 98002
GNWR 98003
GNWR 98004
GNWR 98005
GNWR 98006
GNWR 98007
GNWR 98008
GNWR 98009
GNWR 98010
GNWR 98011